

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

August 7, 1998

RECORDATION NO. *21560*

FILED

AUG 10 '98

11-19AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Master Lease Agreement** made as of May 7, 1997 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Canadian National Railway Company 935 Rue de La Gauchetiere West, 4th Flr Montreal, Quebec H3B 2M9 CANADA

The equipment involved in this transaction is as follows:

Equipment: See attached Schedule A to the memorandum.

Please file this memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,

Alison Drain

Alison Drain
Document Administrator

/ad

Enclosures (2)

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MEMORANDUM OF
MASTER LEASE AGREEMENT

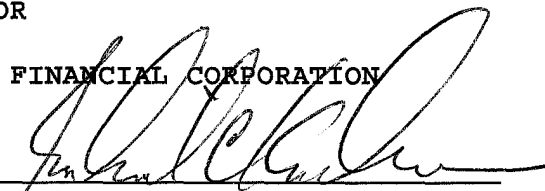
THIS MEMORANDUM OF MASTER LEASE AGREEMENT (the "Memorandum") is made as of May 7, 1997, and is intended to evidence that certain Master Lease Agreement dated as of February 1, 1996 ("Master Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CANADIAN NATIONAL RAILWAY COMPANY, a Canadian corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the U.S. Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and Schedules No. 3, No. 4, No. 8 and No. 9 thereto.

Except as otherwise provided in Section 22 of the Master Lease, the Master Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

CANADIAN NATIONAL RAILWAY COMPANY

By: 

Print Name: FRANCOIS LEMIEUX

Its: 

dy

SCHEDULE A TO THE
MEMORANDUM OF MASTER LEASE

THE UNITS

Equipment Description:

Ninety-six (96), 100-ton, roller bearing, 4,600 cubic foot, covered hopper railcars equipped with trough hatches and gravity outlet gates; built by ACF Industries in 1973.

Unit Numbers:

HJVB 10300-10344, 10346-10350, 10352-10353, 10355-10370, 10372-10399

Equipment Description:

Two hundred (200) 70-ton, 50', 5219 cubic foot, roller bearing, rigid underframe, plate C, boxcars equipped with 10' single sliding doors; built by Pullman Standard in 1968-1969.

Unit Numbers:

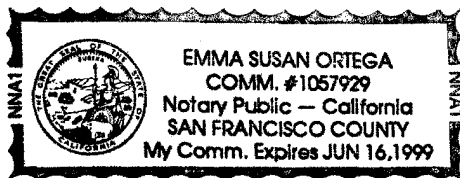
ATW 40000-40199

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 23, 1997, before me, Emma S. Ortega - Notary Public,
personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.



WITNESS my hand and official seal.

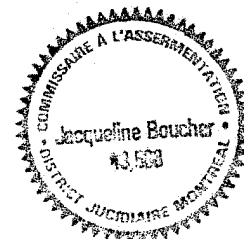
Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

PROVINCE OF QUEBEC)
) S.S.
DISTRICT OF MONTREAL)

On this 19TH day of SEPTEMBER, 1997, before me personally appeared
FRANCOIS LEMIEUX, who being by me duly sworn, says that he/she
is MAJOR SHORT TERM LEASING of **CANADIAN NATIONAL RAILWAY COMPANY**, that the
foregoing instrument was signed on behalf of said company on such day by
authority of its Board of Directors, and he/she acknowledged that the execution
of the foregoing instruction was the free act and deed of said company.

Jacqueline Boucher
SIGNATURE OF COMMISSIONER OF OATHS



[Seal]

My Commission expires: AUGUST 15, 2000